

RECORDATION NO. **10313-T**
Filed 1425

MAR 21 1980 - 11 25 AM

INTERSTATE COMMERCE COMMISSION

GREENBERG IRWIN PELLMAN & SLADE
COUNSELORS AT LAW

RECORDATION NO. **10313-U**
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INTERSTATE COMMERCE COMMISSION

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No. **0-081A046**

March 20, 1980

Date **MAR 21 1980**

Fee \$ **20.00**

ICC Washington, D. C.

Office of the Secretary
Division of Recordations
Interstate Commerce Commission
12th Street & Constitution Avenue N.W.
Washington, D.C.

Re: Emons Industries, Inc.
Equipment Trust Agreement
Recorded on April 26, 1979
Recordation No. 10313

Gentlemen:

In accordance with the provisions of Section 11303 of the Revised Interstate Commerce Act, 49 U.S.C. §11303, and Part 1116 of Title 49 of the Code of Federal Regulations, we request that the enclosed documents be recorded and filed by the Interstate Commerce Commission (the "Commission").

Enclosed herewith are four originals of the documents listed below. We request that one original of each document be recorded and filed in the order listed below. We request that the additional originals be stamped by your office and returned to us.

1. Bill of Sale from Emons Railcar Corp. to The Chase Manhattan Bank (National Association), as Trustee under the Equipment Trust Agreement dated as of April 1, 1979, which was recorded by the Commission on April 26, 1979, and assigned Recordation No. 10313 (the "Agreement"). This document should be recorded as document 10313-T.

2. Equipment Trust Agreement Supplement No. 5, between Emons Industries, Inc. and The Chase Manhattan Bank (National Association) pursuant to the Agreement. This document should be recorded as document 10313-U.

RECEIVED
MAR 21 11 24 AM '80
I.C.C.
FEE OPERATION BR.

Exempted - Donna Kelly

Office of the Secretary
Interstate Commerce Commission

Page 2

A check in the amount of \$20 has been enclosed with this letter of transmittal to cover the recordation fee.

Please stamp and return the enclosed copy of this letter of transmittal.

If there are any questions with respect to the enclosed, please telephone the undersigned, collect.

Very truly yours,

A handwritten signature in dark ink, appearing to be 'Amy S. Kaplan', written in a cursive style.

Amy S. Kaplan

ASK:bac
Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

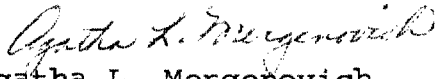
OFFICE OF THE SECRETARY

Amy S. Kaplan
Greenberg Irwin Pellman & Slade
540 Madison Avenue
New York, N. Y. 10022

Dear **Madam:**

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 3/21/80 at 11:25AM , and assigned re-recording number(s). 10313-T, & 10313-U

Sincerely yours,


Agatha L. Mergenovich
Secretary

Enclosure(s)

BILL OF SALE

RECORDATION NO. 10313-T Filed 1425

MAR 21 1980 - 11 25 AM

KNOW ALL MEN BY THESE PRESENTS:

THAT the undersigned, EMONS RAILCAR CORP., a New York corporation (the "Company"), is the owner of the full, legal and beneficial title to the following equipment:

twenty-eight (28) seventy ton, fifty foot boxcars bearing the following markings:
MPA 37905 through 37913, inclusive; MPA 37916;
MPA 37926 through 37943, inclusive.

THAT for and in consideration of good and valuable consideration in addition to the sum of One Dollar (\$1.00), the Company does this 21st day of March, 1980 grant, convey, transfer, bargain and sell, deliver and set over all of its right, title and interest in and to the above described equipment unto The Chase Manhattan Bank (National Association), as Trustee, owner and lessor, under the Equipment Trust Agreement dated as of April 1, 1979 between said Trustee and Emons Industries, Inc., and to said Trustee's successors and assigns forever.

THAT the Company hereby warrants to the said Trustee, its successors and assigns that there is hereby vested in said Trustee good and marketable title to the said equipment free and clear of all liens, security interests, claims, and encumbrances and rights of others (except the rights of Emons Industries, Inc. under the said Equipment Trust Agreement) and the Company agrees with said Trustee, its successors and assigns, that it will warrant and defend such title forever against all claims and demands whatsoever.

IN WITNESS WHEREOF, the Company has caused this instrument to be executed by its duly authorized officer this 21st day of March, 1980.

EMONS RAILCAR CORP.

By: C. A.